

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE. }

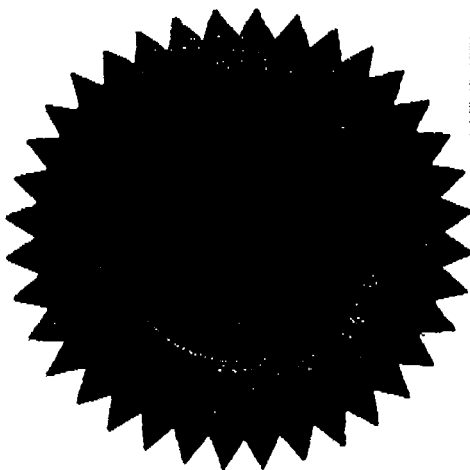
I, EDWARD J. HUMMEL,
Secretary of State of the State of Ohio, do hereby certify
that the foregoing is an exemplified copy, carefully compared
by me with the original record now in my official custody as
Secretary of State, and found to be true and correct, of the

ARTICLES OF INCORPORATION
OF
TAYLOR METAL PRODUCTS CO.

filed in this office on the 28th day of September A.D. 1948
and recorded in Volume 561 , Page 232 , of the Records
of Incorporations.

WITNESS my hand and official seal, at
Columbus, this 28th day of September
A. D. 1948.

Edward J. Hummel
Secretary of State.



US EPA RECORDS CENTER REGION 5



454363

ARTICLES OF INCORPORATION

TAYLOR METAL PRODUCTS CO.

OF

210043

The undersigned, a majority of whom are citizens of the United States,

desiring to form a corporation, for profit, under the General Corporation Act

of Ohio, do hereby certify:

FIRST: The name of said corporation shall be TAYLOR METAL PRODUCTS

CO.

SECOND: The place in Ohio where its principal office is to be lo-

cated is 335 West Sixth Street, Mansfield, Richland County.

THIRD: The purpose or purposes for which it is formed are:

(a) To manufacture, stamp, fabricate and otherwise deal in metal

and metal products;

(b) To make, manufacture and deal generally in metal products;

(c) To manufacture, purchase or otherwise acquire, sell, assign

and transfer, exchange or otherwise dispose of, and to invest, trade, deal in

or deal with goods, wares and merchandise and personal property of every class

and description;

(d) To apply for, obtain, purchase, take licenses in respect of

or otherwise acquire, and to hold, own, use, grant licenses in respect of,

manufacture under, sell, assign, mortgage, pledge or otherwise dispose of;

any and all inventions, devices, processes and any improvements and modifi-

cations thereof; and any and all letters patent of the United States or of any

other country, state, territory, or locality, and all rights connected therewith

with or appertaining thereto; any and all copyrights granted by the United

States or any other country, state, territory, or locality; and any and all

trade-marks, trade names, trade symbols and other indications of origin and

ownership granted by or recognized under the laws of the United States or of

any other country, state, territory or locality;

(e) To engage in any other lawful business.

FOURTH: The maximum number of shares which the corporation is

authorized to have outstanding is two thousand (2,000) common shares, all of

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which shall be without par value.

FIFTH: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply such surplus, or any part thereof, at any time or from time to time in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

SEVENTH: A director of this corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise; nor shall any transaction or contract or act of this corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder or director is in any way interested in such transaction or contract or act, provided the fact that such director or such firm or such corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction or act shall be taken; nor shall any such director be accountable or responsible to the corporation for or in respect to any such transaction or contract or act of this corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or director is interested in such transaction or contract or act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify or approve any such con-

tract or transaction or act, with like force and effect as if he or any firm of which he is a member or any corporation of which he is a shareholder or director were not interested in such transaction or contract or act.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 27th day of September, 1948.

Glenn W. Taylor
Margaret L. Geiger
J. M. Gongwer

STATE OF OHIO :

: SS: :

COUNTY OF RICHLAND :

Personally appeared before me, the undersigned, a Notary Public, in and for said county, this 27th day of September, 1948, the above named Glenn W. Taylor, Margaret L. Geiger and J. M. Gongwer, who each severally acknowledged the signing of the foregoing Articles of Incorporation to be their free act and deed, for the uses and purposes therein mentioned.

WITNESS My hand and official seal on the day and year last aforesaid.

Dale E. Rose
 Notary Public

DALE E. ROSE, Notary Public
 My Commission Expires April 3, 1951

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CERTIFICATE OF AMENDMENT TO ARTICLES OF
TAYLOR METAL PRODUCTS CO.

Glenn S. Taylor, President, and Richard G. Taylor, Secretary, of TAYLOR METAL PRODUCTS CO., an Ohio corporation, with its principal office located at 335 West Sixth Street, Mansfield, Ohio, do hereby certify that under the provisions of Section 10702.25, Revised Code of Ohio, all of the shareholders of said corporation by a writing signed by all of the holders of shares who would be entitled to notice of a meeting for such purpose, being all of the holder of shares of said corporation, adopted the following Resolution to amend the Articles of Incorporation of said Company:

BE IT RESOLVED, that Article THIRD of the Articles of Incorporation be, and the same is hereby amended, so that as amended, it shall read as follows:

THIRD: The purpose or purposes for which it is formed are:

- (a) To manufacture, stamp, fabricate and otherwise deal in metal and metal products;
- (b) To make, manufacture and deal generally in metal products;
- (c) To manufacture, purchase or otherwise acquire, sell, assign and transfer, exchange or otherwise dispose of, and to invest, trade, deal in or deal with goods, wares and merchandise and personal property of every class and description;
- (d) To apply for, obtain, purchase, take licenses in respect of or otherwise acquire, and to hold, own, use, grant licenses in respect of, manufacture under, sell, assign, mortgage, pledge or otherwise dispose of: any and all inventions, devices, processes and any improvements and modifications thereof; and any and all letters patent of the United States or of any other country, state, territory, or locality, and all rights connected therewith or appertaining thereunto; any and all copyrights granted by the United States or any other country, state, territory, or locality; and any and all trademarks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory or locality;

(e) To purchase, lease, buy, sell, erect, construct, improve, manage and control houses, homes, residences and other buildings;

(f) To purchase, lease, buy, sell, erect, construct, improve, operate, manage and control, directly or through the ownership of shares in any corporation, any and all kinds of buildings, houses, apartments, hotels, office buildings, storerooms, warehouses, factories and shops;

(g) To engage generally in the business of building, erecting and selling buildings and real property of every character and description;

(h) To enter into contracts for the accomplishment of the aforementioned purposes and to assign or sublet said contracts;

(i) To buy, sell, lease and otherwise deal in personal and real property of every kind and description;

(j) To do any and all things incident, necessary or beneficial to carry out the foregoing purposes;

(k) To engage in any other lawful business.

RESOLVED FURTHER, that the President or a Vice-President and the Secretary, or an Assistant Secretary of the corporation be, and they hereby are, authorized and directed to execute and file in the office of the Secretary of State of the State of Ohio, said Certificate of Amendment, and to execute, deliver and file any other certificate or instrument which they may deem necessary or appropriate to render effective or otherwise fully to carry out the intent and purposes of these Resolutions.

IN WITNESS WHEREOF, Glenn S. Taylor, President, and Richard G. Taylor, Secretary of Taylor Metal Products Co., acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 16th day of February, 1956.

TAYLOR METAL PRODUCTS CO.,

By G. W. Taylor President

By R. G. Taylor Secretary

Form G.

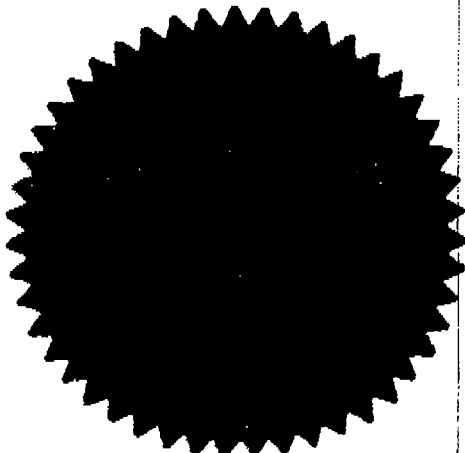
UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE. }

I, TED W. BROWN,

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the

CERTIFICATE OF AMENDMENT TO ARTICLES OF TAYLOR METAL PRODUCTS
CO.

filed in this office on the 17th day of February A. D. 1956
and recorded in Volume 731, Page 272, of the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 17th day of Feb.
A. D. 19 56

Ted W. Brown

TED W. BROWN

Secretary of State

04322-1699



The State of Ohio

Bob Taft

Secretary of State

210043

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: **AMD MIS TIC INC**

of:

TAYLOR METAL PRODUCTS CO.

United States of America
State of Ohio
Office of the Secretary of State



Recorded on Roll 4323 at Frame 1700 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 23RD day of DEC ,

A.D. 19 94 .

Bob Taft

Bob Taft
Secretary of State

04323-1700

**CERTIFICATE OF ADOPTION OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
TAYLOR METAL PRODUCTS CO.**

APPROVED
By RB
Date 12/23/94
Amount 185.00
9 4122334601

Richard G. Taylor, President, and Mark W. Taylor, Secretary, of Taylor Metal Products Co., an Ohio Corporation, do hereby certify that at a special meeting of the holders of shares of said corporation, entitling them to vote on a proposal to adopt Amended Articles of Incorporation, as contained in the following resolution, was duly called for such purpose and held on the 19th day of December, 1994, at which meeting a quorum of such shareholders were present in person, and that by the affirmative vote of the holders of all shares entitled under the Articles of Incorporation to exercise the voting power of the corporation of such proposal, the following resolution was adopted:

RESOLVED, that the following amendment be made to the Articles of Incorporation of this Corporation and that the same be and is hereby adopted:

**SECOND AMENDMENT TO ARTICLES OF INCORPORATION OF
TAYLOR METAL PRODUCTS CO.**

The article fourth of the said Articles of Incorporation as previously written is hereby stricken and in lieu thereof the following article fourth shall be inserted:

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is Five Thousand (5,000) common shares, all of which shall be without par value.

Richard G. Taylor
Richard G. Taylor

Rick R. Taylor
Rick R. Taylor

Kay Ann Pathe
Kay Ann Pathe

Scott R. Taylor
Scott R. Taylor

Helen F. Taylor
Helen F. Taylor

Mary Jo Hull
Mary Jo Hull

Mark W. Taylor
Mark W. Taylor

John S. Taylor
John S. Taylor


SHAREHOLDERS

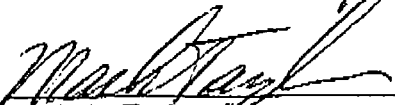
SECRETARY OF STATE

04323-1701

To all of which the undersigned President and Secretary of said corporation do hereby certify
and attest.

Dated at Mansfield, Ohio, this 19th day of December, 1994.


Richard G. Taylor, President


Mark A. Taylor, Secretary

MINUTES OF FIRST SHAREHOLDERS' MEETING

A code of regulations for the government of the corporation was presented by H. R. Taylor

A vote was then taken upon the adoption of said regulations.

Five shares were cast in favor of their adoption, no
shares dissenting.

It appearing that a majority of the shares were in favor of the adoption of said regulations, the chairman declared them adopted and ordered them entered upon this record of proceedings. Said regulations are in words and figures as follows:

**CODE OF REGULATIONS
OF**

Taylor Metal Products Co.

.....
(Name of Corporation)

adopted by its shareholders entitled to vote for the government of the corporation:

Article I.

MEETINGS OF SHAREHOLDERS

(a) *Annual Meetings.* The annual meeting of the shareholders of this corporation shall be held at the principal office of the corporation, in Mansfield, Ohio, on the of each year, at o'clock M., if not a legal holiday, but if a legal holiday, then on the day following at the same hour. The first annual meeting of the corporation shall be held in 19..42.....

(b) *Special meetings* of the shareholders of this corporation shall be called by the Secretary, pursuant to a resolution of the Board of Directors, or upon the written request of two directors, or by shareholders representing 25% of the shares issued and entitled to vote. Calls for special meetings shall specify the time, place and object or objects thereof, and no business other than that specified in the call therefor shall be considered at any such meetings.

(c) *Notice of Meetings.* A written or printed notice of the annual or any special meeting of the shareholders, stating the time and place, and in case of special meetings, the objects thereof, shall be given to each shareholder entitled to vote at such meeting appearing on the books of the corporation, by mailing same to his address as the same appears on the records of the corporation or of its Transfer Agent, or Agents, at least..... Ten 10 (.....) days before any such meeting; provided, however, that no failure or irregularity of notice of any annual meeting shall invalidate the same or any proceeding thereat.

All notices with respect to any shares to which persons are jointly entitled may be given to that one of such persons who is named first upon the books of the Corporation and notice so given shall be sufficient notice to all the holders of such shares.

(d) *Quorum.* A majority in number of the shares authorized, issued and outstanding, represented by the holders of record thereof, in person or by proxy, shall be requisite to constitute a quorum at any meeting of shareholders, but less than such majority may adjourn the meeting of shareholders from time to time and at any such adjourned meeting any business may be transacted which might have been transacted if the meeting had been as originally called.

(e) *Proxies.* Any shareholder entitled to vote at a meeting of shareholders may be represented and vote thereat by proxy appointed by an instrument in writing, subscribed by each shareholder, or by his duly authorized attorney, and submitted to the Secretary at or before such meeting.

MINUTES OF FIRST SHAREHOLDERS' MEETING

Article II.

SEAL

The seal of the corporation shall be circular, about two inches in diameter, with the name of the corporation engraved around the margin and the word "SEAL" engraved across the center. It shall remain in the custody of the Secretary, and it or a facsimile thereof shall be affixed to all certificates of the corporation's shares. If deemed advisable by the Board of Directors, a duplicate seal may be kept and used by any other officer of the corporation, or by any Transfer Agent of its shares.

Article III.

SHARES

SECTION 1.—Certificates. Certificates evidencing the ownership of shares of the corporation shall be issued to those entitled to them by transfer or otherwise. Each certificate for shares shall bear a distinguishing number, the signature of the President or Vice-President, and of the Secretary or an Assistant Secretary, the seal of the corporation, and such recitals as may be required by law. The certificates for shares shall be of such tenor and design as the Board of Directors from time to time may adopt.

SECTION 2.—Transfers. (a) The shares may be transferred on the proper books of the corporation by the registered holders thereof, or by their attorneys legally constituted, or their legal representatives, by surrender of the certificate therefor for cancellation and a written assignment of the shares evidenced thereby. The Board of Directors may, from time to time, appoint such Transfer Agents or Registrars of shares as it may deem advisable, and may define their powers and duties.

(b) All endorsements, assignments, transfers, share powers or other instruments of transfer of securities standing in the name of the corporation shall be executed for and in the name of the corporation by any two of the following officers, to-wit: the President or a Vice-President, and the Treasurer or Secretary, or an Assistant Treasurer or an Assistant Secretary; or by any person or persons thereunto authorized by the Board of Directors.

SECTION 3.—Lost Certificates. The Board of Directors may order a new certificate or certificates of shares to be issued in place of any certificate or certificates alleged to have been lost or destroyed, but in every such case the owner of the lost certificate or certificates shall first cause to be given to the corporation a bond, with surety or sureties satisfactory to the corporation in such sum as said Board of Directors may in its discretion deem sufficient as indemnity against any loss or liability that the corporation may incur by reason of the issuance of such new certificates; but the Board of Directors may, in its discretion, refuse to issue such new certificate save upon the order of some court having jurisdiction in such matters pursuant to the statute made and provided.

SECTION 4.—Closing of Transfer Books. The share transfer books of the corporation may be closed by order of the Board of Directors for a period not exceeding ten (10) days prior to any meeting of the shareholders, and for a period not exceeding ten (10) days prior to the payment of any dividend. The times during which the books may be closed shall, from time to time, be fixed by the Board of Directors.

MINUTES OF FIRST SHAREHOLDERS' MEETING

**Article IV.
DIRECTORS**

The number of members of the Board of Directors shall be determined pursuant to law, by resolution of the shareholders entitled to vote, but shall not be less than three (3) members. The election of directors shall be held at the annual meeting of the shareholders, or at a special meeting called for that purpose.

Directors shall hold office until the expiration of the term for which they were elected and shall continue in office until their respective successors shall have been duly elected and qualified.

**Article V.
VACANCIES IN THE BOARD**

A resignation from the Board of Directors shall be deemed to take effect upon its receipt by the Secretary, unless some other time is specified therein. In case of any vacancy in the Board of Directors, through death, resignation, disqualification, or other cause deemed sufficient by the Board, the remaining directors, though less than a majority of the whole board, by affirmative vote of a majority of those present at any duly convened meeting may, except as hereinafter provided, elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election and qualification of a successor.

**Article VI.
REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held monthly on such dates as the Board may designate.

**Article VII.
SPECIAL MEETINGS**

Special meetings of the Board of Directors shall be called by the Secretary and held at the request of the President or any two of the directors.

**Article VIII.
NOTICE OF MEETINGS**

The Secretary shall give notice of each meeting of the Board of Directors, whether regular or special, to each member of the Board.

MINUTES OF FIRST SHAREHOLDERS' MEETING

Article IX.**QUORUM**

A majority of the Directors in office at the time shall constitute a quorum at all meetings thereof.

Article X.**PLACE OF MEETINGS**

The Board of Directors may hold its meetings at such place or places within or without the State of Ohio as the Board may, from time to time, determine.

Article XI.**COMPENSATION**

Directors, as such, shall not receive any stated salary for their services, but, on resolution of the Board, a fixed sum for expenses of attendance, if any, may be allowed for attendance at each meeting, regular or special, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor. Members of either executive or special committees may be allowed such compensation as the Board of Directors may determine for attending committee meetings.

Article XII.**ELECTION OF OFFICERS**

At the first meeting of the Board of Directors in each year (at which a quorum shall be present) held next after the annual meeting of the shareholders, and at any special meeting provided in Article VII, the Board of Directors shall elect officers of the corporation (including the President), and designate and appoint such subordinate officers and employees as it shall determine. They may also appoint an executive committee or committees from their number and define their powers and duties.

Article XIII.**OFFICERS**

The officers of this corporation shall be a President, who shall be a director, and also a Vice-President, a Secretary, a Treasurer and a who may or may not be directors. Said officers shall be chosen by the Board of Directors, and shall hold office for one year, and until their successors are elected and qualified. Additional Vice-Presidents may be elected from time to time as determined by the Directors who may also appoint one or more Assistant Secretaries, and one or more Assistant Treasurers, and such other officers and agents of the corporation as it may from time to time determine.

Any officer or employee elected or appointed by the Board of Directors, other than that of director, may be removed at any time upon vote of the majority of the whole Board of Directors.

MINUTES OF FIRST SHAREHOLDERS' MEETING

The same person may hold more than one office, other than that of President and Vice-President, or Secretary and Assistant Secretary, or Treasurer and Assistant Treasurer.

In case of the absence of any officer of the corporation, or for any other reason which the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director, provided a majority of the whole Board of Directors concur therein.

Article XIV.

DUTIES OF OFFICERS

(a) *President.* The President shall preside at all meetings of shareholders and directors. He shall exercise, subject to the control of the Board of Directors and the shareholders of the corporation, a general supervision over the affairs of the corporation, and shall perform generally all duties incident to the office and such other duties as may be assigned to him from time to time by the Board of Directors.

(b) *Vice-President.* The Vice-President shall perform all duties of the President in his absence or during his inability to act, and shall have such other and further powers, and shall perform such other and further duties as may be assigned to him by the Board of Directors.

(c) *Secretary.* The Secretary shall keep the minutes of all proceedings of the Board of Directors and of the shareholders and make a proper record of the same, which shall be attested by him. He shall keep such books as may be required by the Board of Directors, and shall take charge of the seal of the corporation, and generally perform such duties as may be required by the Board of Directors.

(d) *Treasurer.* The Treasurer shall have the custody of the funds and securities of the corporation which may come into his hands, and shall do with the same as may be ordered by the Board of Directors. When necessary or proper he may endorse on behalf of the corporation for collection, checks, notes and other obligations. He shall deposit the funds of the corporation to its credit in such banks and depositories as the Board of Directors may, from time to time, designate. The fiscal year of the corporation shall be co-extensive with the calendar year. He shall submit to the annual meeting of the shareholders, a statement of the financial condition of the corporation, and whenever required by the Board of Directors, shall make and render a statement of his accounts, and such other statements as may be required. He shall keep in books of the corporation, full and accurate accounts of all moneys received and paid by him for account of the corporation. He shall perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

Article XV.

ORDER OF BUSINESS

1. Call meeting to order.
2. Selection of chairman and secretary.
3. Proof of notice of meeting.
4. Roll call, including filing of proxies with secretary.
5. Appointment of tellers.
6. Reading and disposal of previously unapproved minutes.
7. Reports of officers and committees.
8. If annual meeting, or meeting called for that purpose, election of directors.
9. Unfinished business.
10. New business.
11. Adjournment.

MINUTES OF FIRST SHAREHOLDERS' MEETING

This order may be changed by the affirmative vote of a majority in interest of the shareholders present.

Article XVI.

AMENDMENTS

These regulations may be adopted, amended or repealed by the affirmative vote of a majority of the shares empowered to vote thereon at any meeting called and held for that purpose, notice of which meeting has been given pursuant to law, or without a meeting by the written assent of the owners of two-thirds of the shares of the corporation entitled to vote thereon.

Thereupon, the following written assent to the adoption of the code of regulations aforesaid was entered in these minutes and subscribed by all of the shareholders of this corporation.

ASSENT TO THE ADOPTION OF REGULATIONS

September 29th 19 48

We, the undersigned, being the owners of the number of shares of.....

Taylor Metal Products Co.

...set opposite our respec-

(Name of Corporation)

tive names, do hereby assent, in writing, to the adoption of the code of regulations hereinbefore set forth for the government of this corporation.

[illegible]

Ms. Deena Sheppard-Johnson
Remedial Enforcement Support Section
U.S. Environmental Protection Agency
Region 5
77 West Jackson Blvd.
Chicago, IL 60604

